

Catherine Wang
Brett P. Ferenchak
Phone: (202) 424-7500
Fax: (202) 424-7643
catherine.wang@bingham.com
brett.ferenchak@bingham.com

December 4, 2006

VIA COURIER

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
20007-5116
202.424.7500
202.424.7647 fax

bingham.com

Boston
Hartford
London
Los Angeles
New York
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Joint Application of Journal Communications, Inc., Transferor, Norlight Telecommunications, Inc., Licensee, and Q-Comm Corporation, Transferee, For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934 and Section 63.04 and 63.18 of the Commission's Rules to Transfer of Control of Norlight Telecommunications, Inc., a Domestic and International Carrier, to Q-Comm Corporation

Dear Ms. Dortch:

On behalf of Journal Communications, Inc., Norlight Telecommunications, Inc. ("Norlight") and Q-Comm Corporation ("Q-Comm") (collectively, "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer of control of Norlight to Q-Comm. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Brett P. Ferenchak

Catherine Wang
Brett P. Ferenchak

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Norlight Telecommunications, Inc.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Bingham McCutchen LLP			
(5) STREET ADDRESS LINE NO. 2 3000 K Street, N.W. Suite 300			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0002-7046-82		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Journal Communications, Inc.			
(14) STREET ADDRESS LINE NO. 1 333 W. State Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Milwaukee		(17) STATE WI	(18) ZIP CODE 53203-1309
(19) DAYTIME TELEPHONE NUMBER (include area code) 414-224-2616		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0009-0787-26		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Brett Ferenczak</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Brett P Ferenczak</u>		DATE <u>12/04/2006</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD <input checked="" type="checkbox"/> VISA _____ AMEX _____ DISCOVER _____			

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>2</u>		SPECIAL USE FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Q-Comm Corporation		
(14) STREET ADDRESS LINE NO. 1 10408 Natural Springs		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Las Vegas	(17) STATE NV	(18) ZIP CODE 89129
(19) DAYTIME TELEPHONE NUMBER (include area code) 913-754-3339	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0015-7326-88	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Joint Application of)	
)	
Journal Communications, Inc.,)	
Transferor,)	
Norlight Telecommunications, Inc.,)	ITC-T/C-2006-_____
Licensee)	
)	
and)	WC Docket No. _____
)	
Q-Comm Corporation, Transferee,)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of)	
1934 and Section 63.04 and 63.18 of the)	
Commission's Rules to Transfer of Control of)	
Norlight Telecommunications, Inc., a)	
Domestic and International Carrier, to)	
Q-Comm Corporation)	

APPLICATION

I. INTRODUCTION

A. Summary of the Transaction

Journal Communications, Inc. ("Journal" or "Transferor"), Norlight Telecommunications, Inc. ("Norlight"), and Q-Comm Corporation ("Q-Comm" or "Transferee") (Journal, Norlight and Q-Comm collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, request approval from the Federal Communications Commission ("Commission") for a transaction that will result in the transfer of

control of Norlight to Q-Comm.¹ Norlight is a non-dominant carrier that holds Section 214 authority to provide interstate and international telecommunications services.

Although the transaction will result in a change in the ownership of Norlight, no transfer of certificates, assets, or customers will occur at this time. Norlight will continue to provide service to its customers pursuant to those authorizations under the same rates, terms, and conditions. This transaction, therefore, will be transparent to the customers of Norlight.

B. Application Eligible for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12.

With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the transactions (1) Applicants and their Affiliates (as defined in Section 3(1) of the Communications Act) together will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions); and (3) none of the Applicants or their Affiliates is dominant with respect to any service that they provide.

This Application is also eligible for streamlined processing with respect to international authority pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b), because none of the exceptions set forth in Section 63.12(c) apply. Specifically, Section 63.12(c)(1) is inapplicable because Applicants are not affiliated with any entity that is authorized

¹ Norlight previously filed with the International Bureau and the Wireline Competition Bureau notifications of the proposed *pro forma* spin off of Norlight from Journal. See Letters from William B. Wilhelm, Jr. and Brett P. Ferencsak, Bingham McCutchen LLP, Counsel to Norlight Telecommunications, Inc. to Marlene H. Dortch, Secretary, FCC (Aug. 14, 2006). The spin off, however, will not occur and the transaction described in this Application will replace the spin off. Norlight will separately file a notice of non-consummation for the spin off upon completion of this transaction.

or registered to provide regulated telecommunications services in a foreign destination market. Furthermore, none of the scenarios outlined in Section 63.12(c)(2)-(4) apply to any of the Applicants.

In support of this Application, Applicants state as follows:

II. DESCRIPTION OF THE APPLICANTS

A. Norlight Telecommunications, Inc.

Norlight is a corporation organized under the laws of the State of Wisconsin with principal offices located at 13935 Bishops Drive, Brookfield, Wisconsin 53005. Norlight is currently a wholly-owned subsidiary of The Journal Company, which in turn is a wholly-owned subsidiary of Journal. Norlight is a facilities-based communications company with more than 30 years of experience providing network and Internet Protocol and Enhanced services over its regional fiber network to 1400 wholesale and commercial customers in the upper Midwest.

Norlight is a non-dominant carrier that holds authority to provide intrastate interexchange telecommunications services in approximately 30 states and competitive local exchange telecommunications services in approximately six (6) states. Norlight is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. Norlight is authorized to provide (1) global facilities-based services pursuant to international Section 214 authorization granted in IB File No. ITC-214-19960826-00406 (Old File No. ITC-96-481), (2) global resale services pursuant to international Section 214 authorization granted in IB File No. ITC-214-19960826-00407 (Old File No. ITC-97-478), and (3) facilities-based private line, point-to-point or point-to-multipoint voice and data services between the United State and Canada pursuant to

international Section 214 authorization granted in IB File No. ITC-214-19940224-00080 (Old File No. ITC-94-179).²

B. Journal Communications, Inc.

Journal is a Wisconsin corporation with principal offices located at 333 W. State St., Milwaukee, Wisconsin 53203-1309. Journal is a publicly-traded (NYSE:JRN) diversified media and communications company with operations in publishing, radio and television broadcasting, and printing services. Journal publishes the Milwaukee Journal Sentinel, which serves as the only major daily newspaper in the Milwaukee metropolitan area, and about 80 community newspapers and shoppers in eight (8) states. Journal owns and operates 36 radio stations and nine television stations in 12 states and operates two television stations under local marketing agreements. Journal also provides a wide range of commercial and electronic printing services, and operates a direct marketing services business. Journal does not provide any intrastate telecommunications services and does not hold any certificates or authorizations from this Commission.

C. Q-Comm Corporation

Q-Comm is a privately held Nevada corporation with principal offices located at 10408 Natural Springs, Las Vegas, NV 89129. Q-Comm is a holding company for several regional telecommunications service providers: Kentucky Data Link, Inc. ("KDL"), Cinergy Communications Company ("CCC") and Cinergy Metronet, Inc. ("CMN") (KDL, CCC and CMN collectively, the "Q-Comm Ops"). Q-Comm, through Q-Comm Ops, has demonstrated the

² These international Section 214 authorization were granted to Norlight, Inc., which subsequently changed its name to Norlight Telecommunications, Inc. The name change was recorded in the Commission's files for the international Section 214 authorizations granted in IB File Nos. IB File No. ITC-214-19960826-00406 (Old File No. ITC-96-481) and ITC-214-19960826-00407 (Old File No. ITC-97-478), but apparently was not recorded in the Commission's file for the international Section 214 granted in IB File No. ITC-214-19940224-00080 (Old File No. ITC-94-179). Norlight requests that the Commission update its records for the international Section 214 granted in

technical, managerial, and financial qualifications to acquire control of Norlight. The Q-Comm Ops operate an executive office out of 8829 Bond St., Overland Park, Kansas 66214, and an operations office out of 3701 Communications Way, Evansville, Indiana 47715.

KDL is a direct, wholly owned subsidiary of Q-Comm. KDL and its subsidiaries, Cinergy Telecommunications Networks – Ohio, Inc, Knoxville Data Link, Inc. and KDL of Virginia, Inc., operate an extensive fiber optic network and are authorized to provide local exchange and interexchange telecommunications service in several states.

CCC is a competitive local exchange carrier focused on providing residential and business customers with traditional and cutting edge voice and data services utilizing facilities-based and resold local exchange service. CCC is a direct, wholly owned subsidiary of Q-Comm.

CMN is a “fiber to the premises” communications service company providing video, voice, high speed data, and security services to underserved rural communities in Indiana.

III. DESCRIPTION OF THE TRANSACTION

On November 13, 2006, Journal, Norlight, and Q-Comm, entered into a Stock Purchase Agreement (the “Agreement”) pursuant to which Journal will sell to Q-Comm all of the stock of Norlight, owned by Journal’s wholly owned subsidiary, The Journal Company. As a result, control of Norlight will be transferred to Q-Comm and Norlight will be a wholly-owned subsidiary of Q-Comm. For the Commission’s convenience, pre- and post-transaction corporate organizational charts are provided as Exhibit A. Q-Comm will pay \$185 million subject to certain working capital adjustments.

Applicants emphasize that the transfer of control will not involve a change in the name under which Norlight currently operates nor a change in the manner in which Norlight currently

IB File No. ITC-214-19940224-00080 (Old File No. ITC-94-179) to reflect the correct name: “Norlight Telecommunications, Inc.”

offers service. Immediately following the transfer of control, Norlight will continue to offer the services it currently offers with no change in the rates or terms and conditions of service. The transfer of control of Norlight, therefore, will be seamless and transparent to consumers.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction will serve the public interest. The transaction will provide Norlight and Q-Comm Ops with access to each other's substantial technical and management expertise and complementary services and facilities. These benefits are expected to strengthen the companies' ability to expand their offerings and provide more advanced services to a broader customer base. Therefore, Applicants expect that the transaction will enable the companies to strengthen their competitive positions to the benefit of consumers.

Further, as stated above, the transaction will be conducted in a manner that will be transparent to Norlight's customers. The transfer of control of Norlight will not result in a change of carrier for customers or any transfer of authorizations. Following consummation of the transaction, Norlight will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. The transfer of control of Norlight therefore will be seamless and transparent to consumers in terms of the services they receive.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a) through (d), and (h) through (p), for Applicants.

(a) Name, address and telephone number of each Applicant:

Journal:

Journal Communications, Inc.
333 W. State St., Milwaukee
Wisconsin 53203-1309
Tel: (414) 224-2616

FRN: 0009078726

Norlight:

Norlight Telecommunications, Inc.
13935 Bishops Drive
Brookfield, WI 53005-6605
Tel: (800) 747-8332

FRN: 0002704682

Q-Comm:

Q-Comm Corporation
10408 Natural Springs
Las Vegas, NV 89129
Tel: (913) 754-3339

FRN: 0015732688

(b) Jurisdiction of Organizations:

Norlight:

Norlight Telecommunications, Inc. is a corporation formed under the laws of the State of Wisconsin.

Journal:

Journal Communications, Inc. is a corporation formed under the laws of the State of Wisconsin.

Q-Comm:

Q-Comm Corporation is a corporation formed under the laws of the State of Nevada.

- (c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Applicants:

Catherine Wang
Brett P. Ferenczak
Bingham McCutchen LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
Tel: (202) 424-7500
Fax: (202) 424-7647
Email: catherine.wang@bingham.com
brett.ferenczak@bingham.com

For Norlight:

Tom Valentyn
Vice President and General Counsel
Norlight Telecommunications, Inc.
13935 Bishops Drive
Brookfield, WI 53005-6605
Tel: (262) 792-7604
Fax: (262) 792-4959
Email: tvalentyn@norlight.com

For Q-Comm:

John Chuang
Corporate Counsel
8829 Bond St.
Overland Park, KS 66214
Tel: (913) 754-3339
Fax: (812) 759-1647
Email: chuang@cinergycom.com

- (d) Norlight is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. Norlight is authorized to provide (1) global facilities-based services pursuant to international Section 214 authorization granted in IB File No. ITC-214-19960826-00406 (Old File No. ITC-96-481), (2) global resale services pursuant to international Section 214 authorization granted in IB File No. ITC-214-19960826-00407 (Old File No. ITC-97-478), and (3) facilities-based private line, point-to-point or point-to-multipoint voice and data services between the United State and Canada pursuant to international Section 214 authorization granted in IB File No. ITC-214-19940224-00080 (Old File No. ITC-94-179).³

Journal does not hold international or domestic Section 214 authority.

Q-Comm does not hold international or domestic Section 214 authority. Q-Comm's subsidiaries, KDL, CCC and CMN are authorized to provide interstate

³ These international Section 214 authorization were granted to Norlight, Inc., which subsequently changed its name to Norlight Telecommunications, Inc. The name change was recorded in the Commission's files for the international Section 214 authorizations granted in IB File Nos. IB File No. ITC-214-19960826-00406 (Old File No. ITC-96-481) and ITC-214-19960826-00407 (Old File No. ITC-97-478), but apparently was not recorded in the Commission's file for the international Section 214 granted in IB File No. ITC-214-19940224-00080 (Old File No. ITC-94-179). Norlight requests that the Commission update its records for the international Section 214 granted in IB File No. ITC-214-19940224-00080 (Old File No. ITC-94-179) to reflect the correct name: "Norlight Telecommunications, Inc."

service by virtue of blanket domestic Section 214 authority. KDL, CCC and CMN do not hold international Section 214 authority.

- (h) (Answer to Questions 11 & 12) The following entities own directly or indirectly 10% or more of Norlight:

Pre-Transaction Ownership of Norlight:

The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in Norlight:

Name: The Journal Company
Address: 333 West State Street
Milwaukee, Wisconsin 53201-0661
Citizenship: U.S.
Interest Held: 100% (directly held in Norlight)
Principal Business: Holding Company

Name: Journal Communications, Inc.
Address: 333 West State Street
Milwaukee, Wisconsin 53201-0661
Citizenship: U.S.
Interest Held: 100% (indirectly through The Journal Company)
Principal Business: Media & Telecommunications

Name: Matex, Inc.
Address: 111 East Kilbourn Ave., 19th Floor
Milwaukee, WI 53202
Citizenship: U.S.
Interest Held: 10.7% (indirectly through Journal Communications, Inc.)
Principal Business: Real Estate Investment

No other entities current hold a ten percent (10%) or greater, direct or indirect, interest in Norlight.

Post-Transaction Ownership of Norlight:

The following entity will wholly own Norlight following the completion of the transaction.

Name: Q-Comm Corporation
Address: 8829 Bond St.
Overland Park, KS 66214
Citizenship: U.S.
Interest Held: 100% (directly held in Norlight)
Principal Business: Holding Company

Ownership of Q-Comm Corporation

The following entities and individuals currently hold a ten percent (10%) or greater direct interest in Q-Comm:

Name: Al Cinelli
Address: 1300 Gulf Blvd
South Padre Island, TX 78957
Citizenship: U.S.
Interest Held: 50.59% Voting Interest
Principal Business: Individual

Name: John Cinelli
Address: 9910 Oglesby Dr.
Evansville, IN 47720
Ownership Interest: 11.47% Voting Interest
Citizenship: U.S.
Principal Business: Individual

Name: Cinergy Telecommunications Holding Company, Inc.
("CTHCF")
Address: 139 East 4th St.
Cincinnati, OH 45201
Ownership Interest: 32.74% Voting Interest
Citizenship: U.S.
Principal Business: Holding Company

Name: Cinergy Investments, Inc. ("CII")
Address: 139 East 4th St.
Cincinnati, OH 45201
Ownership Interest: 32.74% Voting Interest (indirect through CTHCF)
Citizenship: U.S.
Principal Business: Holding Company

Name: Cinergy Corp.
Address: 139 East 4th St.
Cincinnati, OH 45201
Ownership Interest: 32.74% Voting Interest (indirect through CII)
Citizenship: U.S.
Principal Business: Holding Company

Name: Duke Energy Corporation
Address: 526 South Church St.
Charlotte, NC 28202-1904
Ownership Interest: 32.74% Voting Interest (indirect through Cinergy Corp.)
Citizenship: U.S.
Principal Business: Energy

Duke Energy Corporation is a widely held public corporation and no shareholder of Duke Energy Corporation has a 10% or greater interest in Q-Comm (calculated using the FCC's attribution rules). In addition and to its knowledge, Duke Energy Corporation does not hold a 10% direct or interest in any entity holding a domestic or international Section 214 license except for its subsidiary DukeNet Communications, Inc. (FRN 0007736853).

Upon completion of the transaction, neither Norlight nor Q-Comm will have any interlocking directorates with a foreign carrier.

- (i) (Answer to Question 14) Applicants certify that none of the Applicants is a foreign carrier or affiliated with a foreign carrier.
- (j) (Answer to Question 15) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed transaction is set forth in **Section III.** above.
- (a)(7) While Norlight's core service territory is in the Upper Midwest (Illinois, Indiana, Michigan, Minnesota, and Wisconsin), Norlight provides interexchange and data services in California, Colorado, Connecticut, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, Nevada, New Jersey, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Dakota, Tennessee, Texas, Utah, Washington, Wisconsin, and Wyoming. Norlight's customers outside of its core service territory generally consist of secondary offices of business customers whose principal place of business is in Norlight's core service territory.

Q-Comm does not provide telecommunications services, but its subsidiaries do. KDL and its subsidiaries (Cinergy Telecommunications Networks – Ohio, Inc, Knoxville Data Link, Inc. and KDL of Virginia, Inc.) operate an extensive fiber optic network and are authorized to provide local exchange and interexchange telecommunications service in Arkansas, Georgia, Illinois, Indiana, Kentucky, Michigan, Mississippi, Missouri, North Carolina, Ohio, Pennsylvania, Tennessee, Virginia and West Virginia. CCC provides local exchange and interexchange telecommunications services to residential and business customers in Florida, Illinois, Indiana, Kentucky, Ohio, and Tennessee. CMN is a "fiber to the premises" communications service company providing video, voice and high speed data services to underserved rural communities in Indiana.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. § 63.03, because, immediately following the transactions, (1) Applicants and

their Affiliates (as defined in Section 3(1) of the Communications Act) together will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service that they provide.


- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). Applicants also are filing an application on FCC Form 603 for wireless licenses held by Norlight and two (2) applications on FCC Form 312 for earth station licenses held by Norlight.
- (a)(10) For various important business and financial reasons, Applicants require that the transaction be closed as quickly as possible. Delay in the regulatory approval process would prevent the Applicants from realizing the economic and operational benefits expected from the transaction or delivering expanded services as quickly as they otherwise would. Accordingly, Applicants request that the Commission promptly commence its examination of the proposed transaction and issue its public notice so that it can be in a position to approve the transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV**, above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request streamlined treatment to permit Applicants to complete the transactions as soon as possible.

Respectfully submitted,

By:



Catherine Wang
Brett P. Ferenchak
Bingham McCutchen LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
Tel: (202) 424-7500
Fax: (202) 424-7647
Email: catherine.wang@bingham.com
brett.ferenchak@bingham.com

COUNSEL FOR APPLICANTS

Dated: December 4, 2006

LIST OF EXHIBITS

Exhibit A

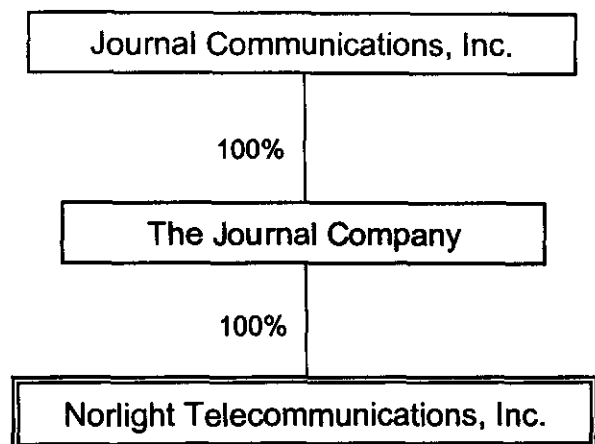
Pre- and Post-Transaction Corporate Organizational Chart

Verification

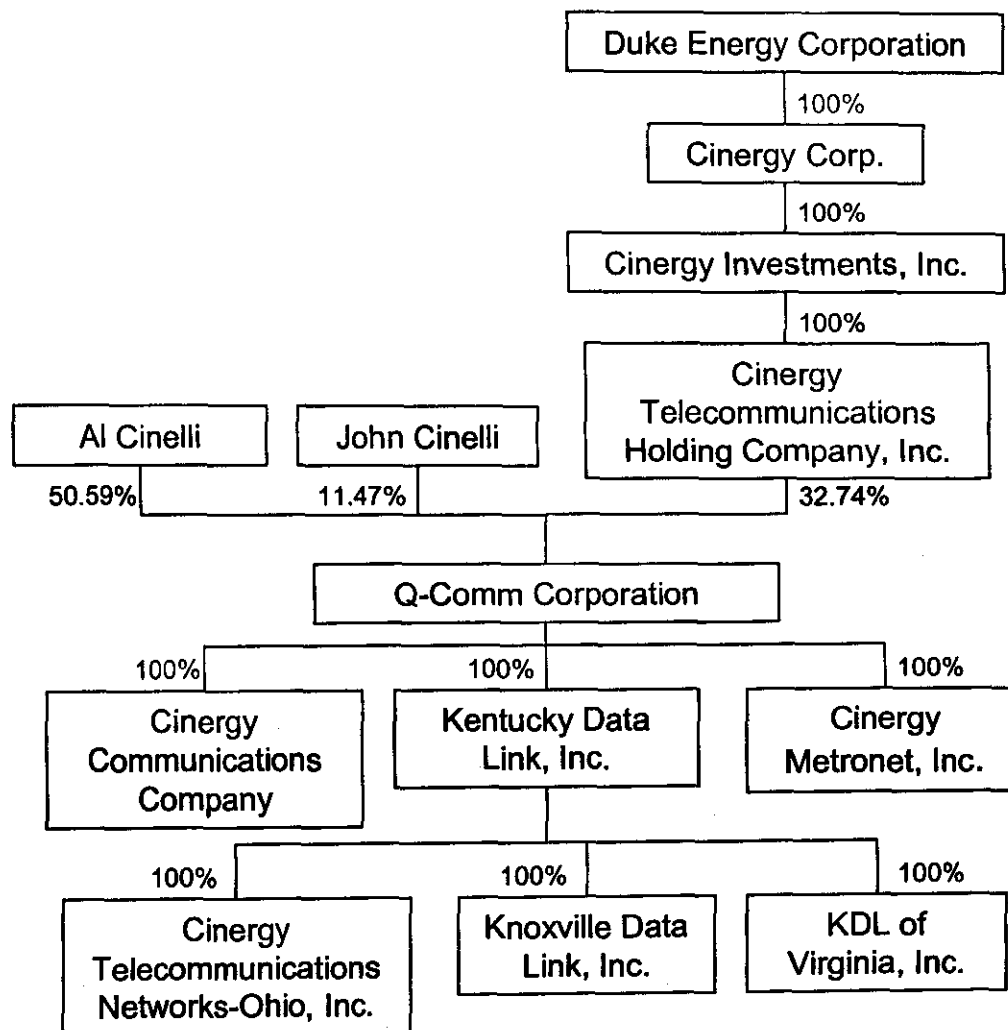
EXHIBIT A

Pre- and Post-Transaction Corporate Organizational Charts

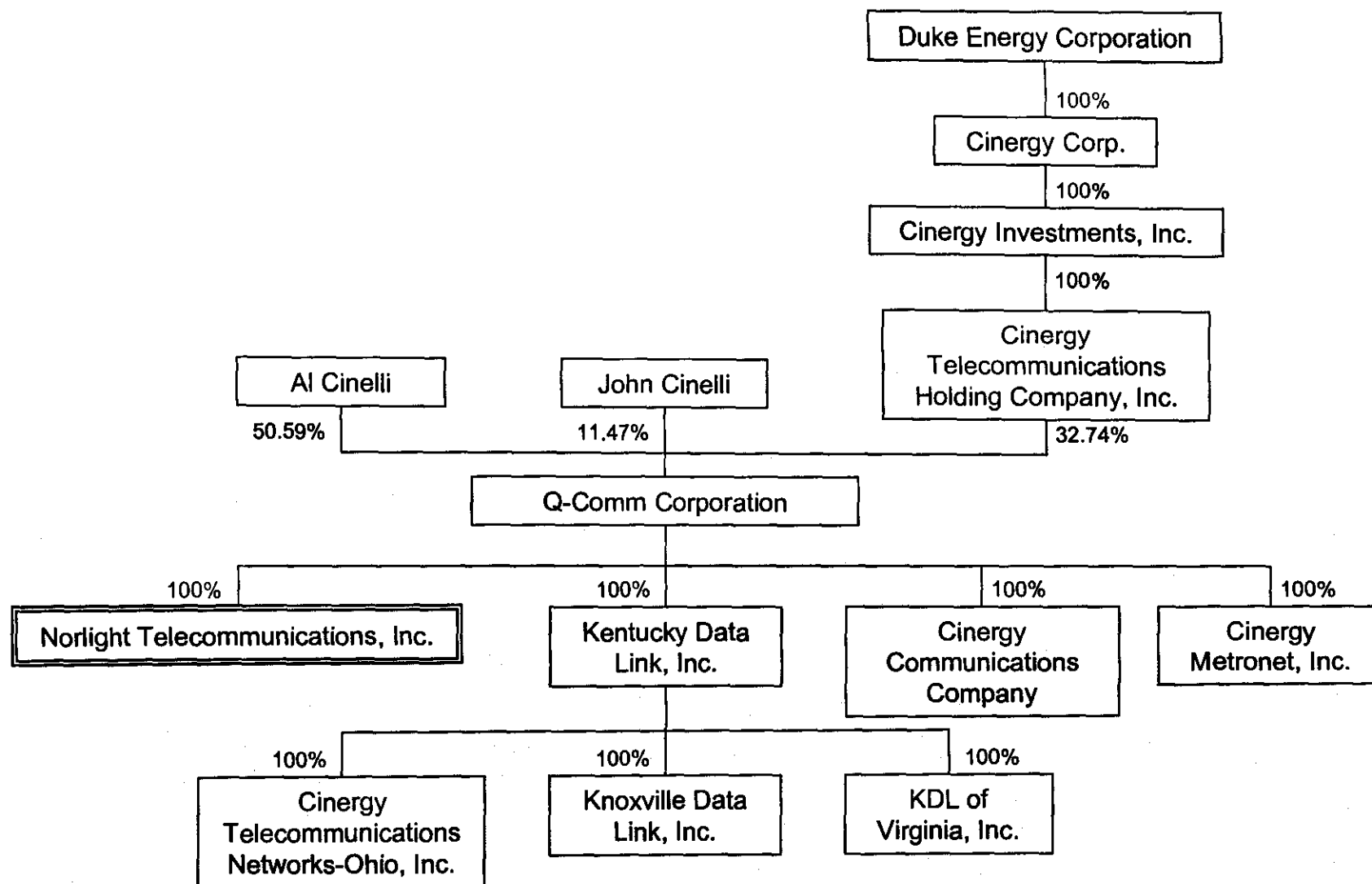
Norlight Telecommunications, Inc.
Pre-Transaction Ownership



Q-Comm Corporation
Pre-Transaction Ownership



Post-Transaction Ownership



Verification

VERIFICATION

STATE OF WISCONSIN

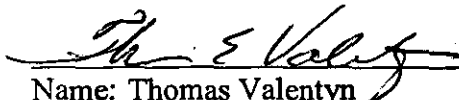
§

COUNTY OF WAUKESHA

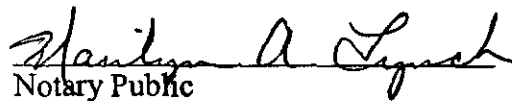
§

§

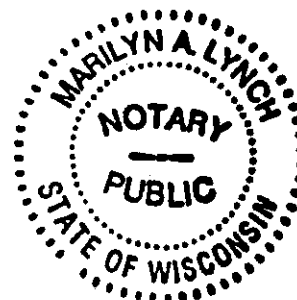
I, Thomas Valentyn, state that I am Vice President and General Counsel for Norlight Telecommunications, Inc., a Petitioner in the foregoing Petition; that I am authorized to make this Verification on behalf of Norlight Telecommunications, Inc.; that the foregoing Petition was prepared under my direction and supervision; and that the statements in the foregoing Petition are true and correct to the best of my knowledge, information, and belief.


Name: Thomas Valentyn
Title: Vice President and General Counsel
Norlight Telecommunications, Inc.

SWORN TO AND SUBSCRIBED before me on the 17th day of November, 2006.


Notary Public

My commission expires: August 23, 2009



VERIFICATION

STATE OF KANSAS

§

§

COUNTY OF JOHNSON

§


I, Lohn H. Weber, state that I am V.P., CFO and Treasurer for Q-Comm Corporation, a party to this filing; that I am authorized to make this Verification on behalf of Q-Comm Corporation; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing filing are true and correct to the best of my knowledge, information, and belief.



Name: Lohn H. Weber

Title: V.P., CFO and Treasurer
Q-Comm Corporation

SWORN TO AND SUBSCRIBED before me on the 17 day of November, 2006.


Notary Public

My commission expires: 2-9-2010